

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02)form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

SEC USE ONLY

(972) 479-9898

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION	Prefix DATE RI	Serial ECEIVED	ROCESS
Name of Offering ([] check if this is an amendment and name hochange.) Issuance of Series A Preferred Stock	nas changed, and indic)	JUL 2 2 200 THOMSON
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505	[X] <u>Rule 506</u> [] Se	ection 4(6)	THOMSON FINANCIAL JULOE
Type of Filing: [X] New Filing [] Amendment			
A. BASIC IDENTIFICATION DA	MTA		
Enter the information requested about the issuer			
Name of Issuer ([] check if this is an amendment and name had change.) InnerWireless, Inc.	as changed, and indici	ate	
Address of Executive Offices (Number and Street, City, St.	ate Zin Code)		

Brief Description of Business

Telephone Number (Including Area Code)

Telephone Number (Including Area Code) (if different from Executive Offices)

In-structure wireless telecommunications systems

1155 Kas, Suite 200, Richardson, Texas 75081

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Type of Business Organization [X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed
Month Year Actual or Estimated Date of Incorporation or Organization: [0][7] [0][2] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]
GENERAL INSTRUCTIONS
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
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Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DAT	'A
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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[x] Director [] General and/o Managing Partner
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C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees []\$_ Printing and Engraving Costs []\$_____ Legal Fees 25,000 [x] \$ ___ Accounting Fees []\$ Engineering Fees []\$_____ Sales Commissions (specify finders' fees separately) []\$____ Other Expenses (identify) ______..... []\$_ Total 25,000 [x] \$_ b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$ 6,974,999.84 difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, & Payments To Affiliates Others Salaries and fees []\$____ []\$____ []\$_____ Purchase of real estate []\$_____ Purchase, rental or leasing and installation of machinery []\$_____ []\$_____ and equipment []\$_____ []\$_____ Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in []\$____ exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness []\$____ []\$___ []\$____ Working capital [x] \$6,974,999.84

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part

Other (specify):	[]\$	_ []\$
	[]\$	_ []\$
Column Totals	[]\$	_ [x] \$ <u>6,974,999.8</u> 4
Total Payments Listed (column totals added)	[x] \$	6,974,999.84

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under $\underline{\text{Rule }505}$, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
InnerWireless, Inc.	El Contwell	July <u>3</u> , 2002
Name of Signer (Print or Type)	Title of Signer (Print	
Ed Cantwell	Chief Executive Office	er; President

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)